

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant HUNTON & WILLIAMS	2. Registration No. 05040
3. Name of Foreign Principal REPUBLIC OF CROATIA	

Check Appropriate Boxes:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit. (see below)
5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

A final written agreement between Hunton & Williams and the Republic of Croatia for 1997-98 has not been finalized. However, a copy of the draft agreement in the form of a retention letter is attached.

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Please see attached draft retention letter.


8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Please see attached draft retention letter.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Please see attached draft retention letter.

Date of Exhibit B 9/16/97	Name and Title David B. Rivkin, Jr. Partner	Signature 
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Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political interests, policies, or relations of a government of a foreign country or a foreign political party.

DAVID B. RIVKIN, JR.

DIRECT DIAL: (202) 955-1513

July 31, 1997

His Excellency Mate Granic
Minister of Foreign Affairs
Republic of Croatia
Zagreb, Croatia

Revised Retention Letter

Dear Mr. Minister:

Based upon our meeting during my last trip to Zagreb (July 17, 1997) we are pleased to offer you the following revised agreement for the retention of Hunton & Williams' legal and representational services for one year, beginning as of August 1, 1997. In essence, following our discussions with you, Prime Minister Matesa and other Croatian government officials, we suggest that, effective August 1, 1997, we broaden the range of legal and representational services that my law firm would be providing to the Republic of Croatia. I also want to assure you that we have greatly enjoyed carrying out for your government a number of challenging legal, lobbying and public relations-related assignments. We are looking forward to our continued relationship. Thus, of course, this representation may be renewed for future years upon the mutual agreement of the parties. This agreement may also be terminated by either party upon 30-days notice.

As we had discussed, we propose to continue representing the interests of the Republic of Croatia before the United States Government, including a range of advocacy initiatives and measures designed to ensure that Croatia's position on various issues is fully appreciated and understood in the United States. As over the past year, we plan to provide you with information on how both to respond to various media accounts portraying developments in and around Croatia and how to anticipate them in advance, enabling you to present a full and accurate picture of your government's actions and intentions. We also will continue to advise you on how to improve the overall relationship between Croatia and the

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United States; to participate in your efforts to attract American investment to Croatia; and to provide routine legal support for your embassy in Washington. Finally, we remain available to assist you in any general litigation, whether brought by you or against you, as we recently did in the successful defense of President Tudjman in the Federal courts in California.

In addition to these general categories of continuing effort, and based on my discussions with you, Prime Minister Matesa, and Defense Minister Susak, we will also undertake the following five new areas of work.

First, we will supplement our assistance to you on the development of the US/Croatian relationship by assisting you in preparing for potential accession to the European Union (EU). As you may know, the EU has just published its ambitious blueprint for enlargement, "Agenda 2000 - For A Stronger and Wider Union", which establishes political, economic, and other accession criteria that call, among other things, for future candidates, prior to accession, to adapt their legal systems, laws and regulations to those of the EU. The EU has put special emphasis on the adaptation of a candidate's environmental laws, noting in many cases the need for "massive investment" and tighter implementation of controls and the difficulty of full compliance with the acquis communautaire in this regard. While it may be some time before Croatia can satisfy all the relevant criteria, other South-Central European nations are moving through this process, and we recommend that Croatia parallel their preparations where, as with the adaptation of the legal system, they are able to do so, since this should put Croatia in the strongest possible position for future accession. The necessary work can be accomplished out of our Washington D.C. and Brussels offices, and can be coordinated by my Washington partner Turner Smith, who founded our Brussels office, who has wide experience in international and EU environmental law, and who has high-level contacts with EU officials in Brussels.

Second, as discussed during our meeting with the Prime Minister in our New York office with my tax partner, Cary Tolley, we will provide tax advice regarding the negotiation of your proposed bi-lateral tax treaty with the U.S. and other tax-related issues.

Third, again as discussed in that meeting with my partner Harry Maas, we will provide advice on your issuance of Eurobonds. It is extremely important not only that you have legal advice at the strategic level, but also that you have your own counsel for specific Eurobond flotations, rather than relying on the underwriter's counsel to protect your separate interests as issuer. We have a vast experience in representation of major commercial issuers in the Eurobond market.

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Fourth, we will assist you in the recovery worldwide of the millions of dollars of contested property, mostly real estate located in the U.S. (but elsewhere as well), that used to belong to the Republic of Yugoslavia. This may well be most efficiently done by proceeding under the dispute settlement terms of the Vienna Convention on Succession of States in Respect of State Property, Archives and Debts, to which Croatia is a party. We will both coordinate the effort for you, conduct the necessary legal work, and assist in the negotiations, consultations, conciliation or arbitration.

Finally, we will provide both strategic and, where appropriate in specific transactional situations, legal advice on privatization and project finance matters. We have extensive experience in our Warsaw office with privatization matters and have represented governments all over the globe in privatization and related project finance programs. Privatization is one of the keys to the economic criteria for EU accession.

Note that neither the general continuing areas of this representation, nor the five new areas just set out, cover our work for you in conjunction with the Hague Tribunal, which are handled under a separate agreement.

We also intend to continue providing you and your representatives with periodic reports and to seek your guidance on what specific actions should be undertaken on your behalf in the United States and with regard to the EU. Towards that end, we intend to communicate with you, both orally and in writing, meet with your representatives in Washington, and travel to Croatia as needed.

Under this agreement, Hunton & Williams would be retained to work on behalf of the Republic of Croatia for a period of one year for a fee of \$53,750.00 per month, a total of \$645,000. The \$53,750.00 per month budget will cover only the costs of our general or strategic, as opposed to issuance on project specific services, as noted below. Expenses will be billed separately. The category of expenses covers such items as transportation, phone charges, and copying costs. Obviously, the most substantial potential expense category is the cost of transportation to and from Croatia.

The \$53,750.00 per month budget will cover the general areas of representation discussed above, as well as all work on the first two (EU accession preparation, and advice on tax issues related to a proposed bilateral tax treaty with the US) of the five new areas of assistance. It will also cover general advice with regard to the last three of the new areas (Eurobond issuance, property recovery, and privatization and project finance). Each of these areas, however, can also include bond issuance or otherwise project specific legal work that is normally covered in the transactional expenses of the deal or transaction in question, or

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which should be dealt with in the context of property recovery proceedings. Thus, legal representation with regard to specific Eurobond issuance, privatization projects or project finance transactions, or coordinating and implementing a property recovery program will not be covered under the budget set out above, but will be billed separately as part of the transaction or other costs for the specific matter or program.

As is customary with Hunton & Williams, we will provide the Government of Croatia with monthly statements, reflecting the work done during the preceding month and the expenses incurred. As was the case last year, we request that one half of the total amount, \$322,500.00, be provided to Hunton & Williams contemporaneously with the execution of this agreement, and that the remaining balance of our fees, \$322,500.00, be provided to Hunton & Williams by January 1, 1997.

The monies received from you will be placed in interest bearing escrow accounts, and Hunton & Williams will draw from those accounts a monthly fee equal to \$53,750.00. Any interest will, of course, belong to the Republic of Croatia, which can use those funds to offset expense payments due to Hunton & Williams. In the event that this agreement is terminated, Hunton & Williams will remit to the Republic of Croatia only those funds remaining in the accounts, after payment to us of all fees and expenses accrued up to the termination of the agreement.

In undertaking this representation, as we have discussed, Hunton & Williams will be required to continue its registration as your representative under the Foreign Agents Registration Act, and this agreement -- as well as a record of our expenses and reimbursements -- will have to be publicly disclosed under that law. We will, of course, maintain all of our communications with you in the strictest confidence, as covered by the Attorney-Client Privilege, to the fullest extent allowed by law.

As in the past, the individuals who will be working on this matter include the following Hunton & Williams lawyers -- John J. Adams, John J. Rhodes, III, Lee A. Casey, the lawyers referred to above, and myself. Please keep in mind that, over time, it may be necessary for Hunton & Williams to add lawyers, or to reassign lawyers working on your account. These decisions are made solely by Hunton & Williams.

Finally, as you know, we may be called upon by other clients, present or future, to represent them in commercial transactions with your Government, with organizations or commercial entities in which your Government may have an interest, or with other commercial entities within the Republic of Croatia. Because we cannot predict what situations may arise, we ask that you agree, just as you did in our retainer agreement last

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year, that Hunton & Williams will remain free to represent such clients so long as the matters involved are not specifically related to the particular matters as to which we are representing the Republic of Croatia, and do not require us to utilize confidential information that we have learned from the Government of Croatia while working on your behalf.

If the representational terms described in this letter are satisfactory to you, please acknowledge your agreement by signing below.

Please be assured that our entire team has very much enjoyed our working experience with you, Ambassador Zuzul, and the Washington Embassy staff, over the past year, and is looking forward to continuing our association with you in the coming year.

The foregoing correctly states our understanding.

Ministry of Foreign Affairs
Dr. Mate Granic

Hunton & Williams
David B. Rivkin, Jr.

Date

Date

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